

**MARK
TWAIN
BANKS**

MARK TWAIN BANK, N.A.

2628 Big Bend Blvd.
St. Louis, Missouri 63143
Telephone: 314-645-5900

October 27, 1988

Interstate Commerce Commission
12th & Constitution N.W.
Washington, D.C. 20423

RECORDATION NO. 1 6016

RECORDATION NO. 5016

NOV 7 1988 - 2 25 PM

INTERSTATE COMMERCE COMMISSION

Attn: Mildred Lee
Room 2303

NOV 7 1988 - 4 25 PM

INTERSTATE COMMERCE COMMISSION

Dear Mildred:

Please accept this as a transmittal letter of instruction on the following railroad cars: Alaska coach #5443, EX UP coach 5443, Pullman built 1950;
Alaska coach #5437, EX UP coach 5437, Pullman built 1950;
Alaska coach #5441, EX UP coach 5441, Pullman built 1950;
Alaska coach #5403, EX UP coach 5403, Pullman built 1950;
EX-UP #5013, EX-ARR #5013, St. Louis Car Company Built 1959,
Lot #1806.

Enclosed are the following documents in duplicate form:

ICC Financing Statement Agreement	(fee \$13.00)
Security Agreement and Addendum	(fee \$13.00)
Promissory note	(no fee)

The above documents are between two parties:

DEBTOR: ST. LOUIS CAR COMPANY
C/O The Innsbrook Corporation
222 S. Central, Suite 800
Clayton, MO 63105

SECURED PARTY: MARK TWAIN BANK
2628 Big Bend Blvd.
St. Louis, MO 63143

Please properly record the documents, keeping one set for your files and returning the other to the bank by certified mail. All forms are notarized as requested. A \$39.00 check is enclosed to cover charges, includes charge to record bills of sale.

Sincerely,


MARK TWAIN BANK

MARK TWAIN BANK, N.A.

Interstate Commerce Commission

Washington, D.C. 20423

11/8/88

OFFICE OF THE SECRETARY

Debbie Keating

Mark Twain Bank N.A.

2628 Big Bend Blvd

St. Louis Missouri 63143

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/7/88 at 3:25pm, and assigned recordation number(s). 16016 & 16016-A

Sincerely yours,



Secretary

Enclosure(s)

BEFORE THE INTERSTATE
COMMERCE COMMISSIONFINANCING STATEMENT AGREEMENT

DEBTOR: ST. LOUIS CAR COMPANY
C/O The Innsbrook Corporation
222 South Central, Suite 800
Clayton, MO 63105

1 6016
RECORDATION NO. 6016
NOV 7 1988 - 3 25 PM
INTERSTATE COMMERCE COMMISSION

SECURED PARTY: MARK TWAIN BANK
2628 Big Bend Blvd.
St. Louis, MO 63143

PROPERTY SECURED: ALASKA COACH #5443, EX U.P. COACH 5443, PULLMAN BUILT 1950;
ALASKA COACH #5437, EX U.P. COACH 5437, PULLMAN BUILT 1950;
ALASKA COACH #5441, EX U.P. COACH 5441, PULLMAN BUILT 1950;
ALASKA COACH #5403, EX U.P. COACH 5403, PULLMAN BUILT 1950;
EX U.P. #5013, EX-ARR #5013, ST. LOUIS CAR COMPANY BUILT 1959,
LOT #1806 AS 8 SEAT LUNCH COUNTER, 24 SEAT DINER, 16 SEAT
LOUNGE.

THIS FINANCING STATEMENT AGREEMENT IS FILED WITH DEBTOR'S
SIGNATURE TO PERFECT A SECURITY INTEREST IN COLLATERAL PER
ATTACHED PROMISSORY NOTE.

ST. LOUIS CAR COMPANY

BY: Edmund J. Boyce Jr.

Edmund J. Boyce Jr.,
Chairman

STATE OF MISSOURI
COUNTY OF ST. LOUIS

MARK TWAIN BANK

BY: Daniel P. Balzer

Dan P. Balzer,
Asst. to President

On this 27th day of October, 19 88, before me a Notary
public, personally appeared Edmund J. Boyce Jr., who being first
duly sworn upon oath, and stated that he is the Chairman
of St. Louis Car Company, and stated that the corporation
is the Debtor herein, that the corporation approves the foregoing
Financing Statement Agreement and that the statements therein
contained are true and correct to the best of the corporation's
knowledge and belief.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal
the day and year above written.

214 Mueh
Notary public

My commission expires: Sept 13 1990

STATE OF MISSOURI)
COUNTY OF ST. LOUIS) SS.

On this 27th day of October, 19 88 before me appeared Dan P. Balzer
to me personally known, who, being by me duly sworn, did say that he ~~is~~ is the Assistant to President
of Mark Twain Bank, a corporation
of the State of Missouri and that the seal affixed to the foregoing instrument is the corporate seal of said corpora-
tion or that said corporation has no corporate seal, and that said instrument was signed and sealed on behalf of said corporation
by authority of its board of directors, and said person acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County or City and State
aforesaid on the day and year first above written.

214 Mueh
Notary Public

My term expires: Sept 13 1990